

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	
	§	Chapter 11
	§	
AUDACY, INC., <i>et al.</i> ,	§	Case No. 24-90004 (CML)
	§	
	§	(Joint Administration Requested)
Debtors. ¹	§	
	§	

**DEBTORS' WITNESS AND EXHIBIT LIST
FOR FIRST DAY HEARING ON JANUARY 8, 2024**

The above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) file their Witness and Exhibit List for the hearing to be held on January 8, 2024 at 2:00 p.m. (prevailing Central Time) (the “**Hearing**”) before the Honorable Judge Lopez, United States Bankruptcy Judge, Courtroom 401, 515 Rusk Street, Houston, Texas 77002 as follows:

WITNESSES

The Debtors may call the following witnesses at the Hearing:

1. Heath C. Gray (FTI Consulting, Inc.)
2. William Evarts (PJT Partners LP)
3. Brian Hunt (Epiq Corporate Restructuring, LLC)
4. Alexander Warso (Epiq Corporate Restructuring, LLC)
5. Any witness listed or called by any other party;
6. Rebuttal witnesses as necessary; and
7. The Debtors reserve the right to cross examine any witness called by any other party.

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained on the website of the Debtors’ proposed claims and noticing agent at <http://dm.epiq11.com/Audacy> (the “**Case Website**”). The location of the Debtors’ corporate headquarters and service address for purposes of these chapter 11 cases is: 2400 Market Street, 4th Fl, Philadelphia, PA 19103.

EXHIBITS

EXHIBIT NO.	DESCRIPTION	MARK	OFFER	OBJECTION	ADMIT	W/D	DISPOSITION AFTER TRIAL
1.	<i>Declaration of Heath C. Gray in Support of Chapter 11 Petitions and First Day Motions</i> [Docket No. 26]						
2.	Full Corporate Structure Chart (Debt Obligations) [Docket No. 26-1, Exhibit A-1]						
3.	Simplified Corporate Structure Chart — Debt Obligations [Docket No. 26-2, Exhibit A-2]						
4.	Restructuring Support Agreement [Docket No. 26-3, Exhibit B]						
5.	Intercreditor Agreement [Docket No. 26-4, Exhibit C]						
6.	Evidentiary Support for First Day Motions [Docket No. 26-5, Exhibit D]						
7.	Epiq Engagement Letter [Docket No. 5- 1]						
8.	<i>Declaration of Brian Hunt in Support of Debtors' Emergency Ex Parte Application for Entry of an Order Authorizing the Employment and Retention of Epiq Corporate Restructuring, LLC as Claims, Noticing, and Solicitation Agent</i> [Docket No. 5-2]						
9.	Taxing Authorities [Docket No. 12-1, Exhibit A]						
10.	Insurance Policies [Docket No. 13-1]						

EXHIBIT NO.	DESCRIPTION	MARK	OFFER	OBJECTION	ADMIT	W/D	DISPOSITION AFTER TRIAL
11.	Utility Services List [Docket No. 16-1, Exhibit A]						
12.	Cash Management System Schematic [Docket No. 14-1]						
13.	Bank Accounts [Docket No. 14-2]						
14.	Initial DIP Budget [Docket No. 18-1, Schedule 1]						
15.	Permitted Variances [Docket No. 18-1, Schedule 2]						
16.	DIP Credit Agreement [Docket No. 18-1, Exhibit A]						
17.	Receivables Purchase Agreement [Docket No. 21-1]						
18.	Sale and Contribution Agreement [Docket No. 21-2]						
19.	Purchase and Sale Agreement [Docket No. 21-3]						
20.	Performance Guaranty [Docket No. 21-4]						
21.	Fee Letters [Docket No. 21-5]						
22.	<i>Declaration of Heath C. Gray (FTI Consulting, Inc.) in Support of (A) the Debtors' DIP Financing Motion and (B) the Debtors' Securitization Program Motion</i> [Docket No. 19]						

EXHIBIT NO.	DESCRIPTION	MARK	OFFER	OBJECTION	ADMIT	W/D	DISPOSITION AFTER TRIAL
23.	<i>Declaration of William Evarts (PJT Partners LP) in Support of (A) the Debtors' DIP Financing Motion and (B) the Debtors' Securitization Program Motion [Docket No. 20]</i>						
24.	Organizational Structure Chart [Docket No. 25, Exhibit C]						
25.	Liquidation Analysis [Docket No. 25, Exhibit D]						
26.	Financial Projections [Docket No. 25, Exhibit E]						
27.	Valuation Analysis [Docket No. 25, Exhibit F]						
	Any document, pleading, exhibits, transcripts, orders, or other documents filed in the above-captioned bankruptcy cases						
	Any exhibit necessary for impeachment and/or rebuttal purposes						
	Any exhibit identified or offered by any other party						

RESERVATION OF RIGHTS

The Debtors reserve the right to call or to introduce one or more, or none, of the witnesses and exhibits listed above, and further reserve the right to supplement this list prior to the Hearing.

[Remainder of page intentionally left blank]

Dated: January 7, 2024

Respectfully submitted,

/s/John F. Higgins

John F. Higgins (TX Bar No. 09597500)

M. Shane Johnson (TX Bar No. 24083263)

Megan Young-John (TX Bar No. 24088700)

PORTER HEDGES LLP

1000 Main St., 36th Floor

Houston, Texas 77002

Tel: 713-226-6000

Email: jhiggins@porterhedges.com

sjohnson@porterhedges.com

myoung-john@porterhedges.com

– and –

George A. Davis (TX Bar No. NY2401214)

LATHAM & WATKINS LLP

1271 Avenue of the Americas

New York, New York 10020

Tel: 212-906-1200

Email: george.davis@lw.com

– and –

Caroline Reckler (TX Bar No. IL6275746)

Joseph C. Celentino (TX Bar No. NY5508809)¹

LATHAM & WATKINS LLP

330 North Wabash Avenue, Suite 2800

Chicago, Illinois 60611

Tel: 312-876-7700

Email: caroline.reckler@lw.com

joe.celentino@lw.com

– and –

Jeffrey T. Mispagel (TX Bar No. NY4842779)

Deniz A. Irgi (*pro hac vice admission pending*)

LATHAM & WATKINS LLP

355 South Grand Avenue, Suite 100

Los Angeles, CA 90071

Tel: 213-485-1234

Email: jeffrey.mispagel@lw.com

deniz.irgi@lw.com

Proposed Counsel to the Debtors and Debtors in Possession

¹ Not admitted to practice in Illinois. Admitted to practice in New York.

Certificate of Service

I certify that on January 7, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/John F. Higgins

John F. Higgins